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Brett P. Ferenchak
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Please Date Stamp & Return

June 20, 2007

Via Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

FCC/MELLON

JUN 20 2007

Re: In the Matter of the Joint Application of PPL Energy Services Group, LLC, Transferor, PPL Telcom, LLC, Licensee, PPL Prism, LLC, Licensee, and CII Holdco, Inc., Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete a Transfer of Control of PPL Telcom, LLC and PPL Prism, LLC, Authorized Domestic and/or International Section 214 Carriers, to CII Holdco, Inc.

Dear Ms. Dortch:

On behalf of PPL Energy Services Group, LLC, PPL Telcom, LLC ("Telcom"), PPL Prism, LLC ("Prism") and CII Holdco, Inc. ("Transferee") (collectively, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority for the transfer of control of Telcom and Prism to Transferee. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Brett P. Ferenchak

Brett P. Ferenchak

Counsel for CII Holdco, Inc.

Boston
Hartford
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Los Angeles
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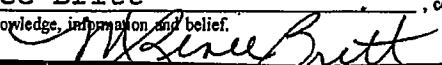
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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 2

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Brett Ferenchak			
(5) STREET ADDRESS LINE NO. 2 2020 K Street NW, 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME PPL Energy Services Group, LLC			
(14) STREET ADDRESS LINE NO. 1 Two North Ninth Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Allentown		(17) STATE PA	(18) ZIP CODE 18101
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0016-6188-94		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. 			
DATE 06/20/2008			

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>2</u>		SPECIAL USE	
		FCC ONLY	
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME CII Holdco, Inc.			
(14) STREET ADDRESS LINE NO. 1 2010 8th Street			
(15) STREET ADDRESS LINE NO. 2 			
(16) CITY Boulder		(17) STATE CO	(18) ZIP CODE 80302
(19) DAYTIME TELEPHONE NUMBER (include area code) 303-381-4664		(20) COUNTRY CODE (if not in U.S.A.) 	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0016-5558-49		(22) FCC USE ONLY 	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)

PPL Energy Services Group, LLC, Transferor,)
PPL Telcom, LLC, Licensee,)
PPL Prism, LLC, Licensee,)

and)

CII Holdco, Inc., Transferee)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a)
Transfer of Control of PPL Telcom, LLC and)
PPL Prism, LLC, Authorized Domestic and/or)
International Section 214 Carriers, to)
CII Holdco, Inc.)

File No. ITC-T/C-2007 _____

WC Docket No. 07- _____

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

PPL Energy Services Group, LLC ("PPL-Parent" or "Transferor"), PPL Telcom, LLC ("Telcom"), PPL Prism, LLC ("Prism") (Telcom and Prism together, "Licensees") and CII Holdco, Inc. ("CII" or "Transferee") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval or such authority as

may be necessary or required to enable the parties to consummate a transaction whereby CII will acquire control of Licensees, non-dominant carriers holding authority from the Commission to provide telecommunications services.

Although the proposed transaction will result in a change in the ownership of Licensees, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensees will continue to provide service to their existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent (except for the name change of Licensees described below) to the customers of Licensees.

B. Request for Expedited Consideration

As set forth below, CII has significant financial resources and its management team has substantial experience in owning and/or operating regulated telecommunications providers. As a result, the proposed transaction is structured to ensure that existing customers of Licensees will continue to enjoy uninterrupted service and, immediately following the proposed transaction, customers of Licensees will continue to receive services under the same rates, terms and conditions as those services are presently provided. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants

and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. PPL Telcom, LLC, PPL Prism, LLC and PPL Energy Services Group, LLC

Telcom is a Delaware limited liability company whose sole member is PPL-Parent, also a Delaware limited liability company. Prism is a Delaware limited liability company whose sole member is Telcom. Telcom, Prism, and PPL-Parent have a principal office located at Two North Ninth Street, Allentown, PA 18101. Licensees provide broadband connectivity for telecommunication companies, wireless and Internet service providers, and large businesses and institutions. Located in the mid-Atlantic region, Licensees' network has more than 4,000 route miles of fiber with advanced optical systems and provides service to customers throughout the northeast corridor from New York to Washington, D.C.

Licensees provide interstate telecommunications service pursuant to blanket domestic Section 214 authority, 47 C.F.R. § 63.01, and Telcom is authorized to provide global resale

telecommunications services pursuant to international section 214 authority granted in File No. ITC-214-20020103-00004 (Jan. 31, 2002).

B. CII Holdco, Inc.

CII is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC ("CII-Parent" and together with CII, the "Company"), a Delaware limited liability company. CII and CII-Parent have a principal office located at 2010 8th Street, Boulder, Colorado 80302. The Company was recently organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses. The acquisition of the Licensees is the first step to realizing this business plan of the Company. The Company has the technical, managerial, and financial qualifications to acquire control of Licensees. The Company is operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

III. DESCRIPTION OF THE TRANSACTION

PPL-Parent, CII-Parent and CII entered into a Purchase Agreement dated as of May 23, 2007 (the "Agreement") whereby CII will purchase from PPL-Parent all of the membership interests in PPL. As a result, CII will acquire direct control of Telcom and indirect control of Prism. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Exhibit A. Applicants therefore request authority for the transfer of control of Licensees to CII. Immediately following the consummation of the proposed transaction, Licensees will continue to offer service with no change in the rates or terms and conditions of service. Within 30 days of the completion of the transaction, Telcom and Prism will change their

names to a name to be selected by CII in the near future.¹ Therefore, the transfer of control of Licensees will be seamless and transparent (except for the name change) to customers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction described herein will serve the public interest. The proposed transaction will provide the Licensees access to CII's substantial technical and management expertise and financial resources. These benefits are expected to strengthen the ability of the Licensees to expand their offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable the Licensees to strengthen their competitive positions to the benefit of consumers and the telecommunications marketplace.

Further, the transaction will be conducted in a manner that will be transparent (except for Licensees' name change) to customers of Licensees. The transfer of control of the Licensees will not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed transaction, the Licensee will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

¹ Licensees will file a letter indicating their new names once the names change. In addition, Licensees will provide their customers at least 30 days prior notice of the name change.

(a) Name, address and telephone number of each Applicant:

Transferor:

PPL Energy Services Group, LLC **FRN: 0016618894**
Two North Ninth Street
Allentown, PA 18101-1179

Licensees:

PPL Telcom, LLC **FRN: 0005929609**
PPL Prism, LLC **FRN: 0008757874**
Two North Ninth Street
Allentown, PA 18101-1179
(610) 774-4254 (Tel)

Transferee:

CII Holdco, Inc. **FRN: 0016555849**
2010 8th Street
Boulder, Colorado 80302
(303) 381-4664 (Tel)

(b) Jurisdiction of Organizations:

Transferor: PPL-Parent is a limited liability company formed under the laws of Delaware.

Transferee: CII is a corporation formed under the laws of Delaware.

Licensees: Telcom and Prism are limited liability companies formed under the laws of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For CII:

Andrew D. Lipman
Brett P. Ferencak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6697 (Tel)
(202) 373-6001 (Fax)
andrew.lipman@bingham.com
brett.ferencak@bingham.com

With copies to:

Scott E. Beer
General Counsel
CII Holdco, Inc.
2010 8th Street
Boulder, Colorado 80302
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@ciinvestgroup.com

For PPL, Prism, and PPL-Parent:

Richard D. Gary
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219
(804) 788-8330 (Tel)
(804) 788-8218 (Fax)
rgary@hunton.com

With copies to:

Paul E. Russell
Associate General Counsel
PPL Services Corporation
Two North Ninth Street
Allentown, PA 18101-1179
(610) 774-4254 (Tel)
(610) 774-6726 (Fax)
perussell@pplweb.com

(d) Section 214 Authorizations

Licensees hold blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01 and Telcom holds international Section 214 authority to provide global resale services granted in File No. ITC-214-20020103-00004 (Jan. 23, 2002). Prism does not provide international services.

CII does not hold any domestic or international Section 214 authority. CII does not own or control any other entity that holds domestic or international Section 214 authority.

As described in Section VI(a)(7), the Company is Affiliated through its investors with the following telecommunications carriers: (1) PR Wireless, Inc., (2) Airband Communications, Inc., (3) CSDRS, LLC, (4) CCTV Wireless, (5) New Global Telecom, Inc., (6) Triad AWS, LLC, and (7) Horizon Wi-Com, LLC.

- (h) (Answer to Questions 11 & 12)** The following entities own directly or indirectly 10% or more of Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:²

Pre-Transaction Ownership of PPL Prism, LLC, PPL Telcom, LLC and PPL Energy Services Group, LLC:

- 1) The following entity currently holds a ten percent (10%) or greater direct interest in **PPL Prism, LLC**:

Name:	PPL Telcom, LLC
Address:	Two North Ninth Street Allentown, PA 18101-1179
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100%

² While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

- 2) The following entity currently holds a ten percent (10%) or greater direct interest in **PPL Telecom, LLC**:

Name: PPL Energy Services Group, LLC
Address: Two North Ninth Street
Allentown, PA 18101-1179
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100%

- 3) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **PPL Energy Services Group, LLC ("Energy Services")**:

Name: PPL EnergyPlus, LLC ("EnergyPlus")
Address: Two North Ninth Street
Allentown, PA 18101-1179
Citizenship: U.S.
Principal Business: Wholesale/Retail Energy Marketing
% Interest: 100% (directly as sole member of Energy Services)

Name: PPL Energy Supply, LLC ("Energy Supply")
Address: Two North Ninth Street
Allentown, PA 18101-1179
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly as sole member of EnergyPlus)

Name: PPL Energy Funding Corporation ("Energy Funding")
Address: Two North Ninth Street
Allentown, PA 18101-1179
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly as sole member of Energy Supply)

Name: PPL Corporation
Address: Two North Ninth Street
Allentown, PA 18101-1179
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly as sole owner of Energy Funding)

PPL Corporation is a widely-held public corporation with, to the best of Applicants' knowledge, no person or entity owning or controlling 10% or more of its stock. Therefore, other than the foregoing, to the best of the

Applicants' knowledge no other person or entities currently directly or indirectly owns or controls 10% or more of the Licensees.

Post-Transaction Ownership of PPL Prism, LLC, and PPL Telecom, LLC:

- 1) The following entity will hold a ten percent (10%) or greater direct interest in PPL Prism, LLC:

Name: PPL Telecom, LLC
Address: Two North Ninth Street
Allentown, PA 18101-1179
Citizenship: U.S.
Principal Business: Telecommunications
% Interest: 100%

- 2) The following entity will hold a ten percent (10%) or greater direct interest in PPL Telecom, LLC:

Name: CII Holdco, Inc.
Address: 2010 8th Street
Boulder, Colorado 8030
Citizenship: U.S.
Principal Business: Telecommunications
% Interest: 100%

Pre- and Post-Transaction Ownership of Transferee:

- 1) The following entity and individual currently holds and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater direct interest in CII Holdco, Inc.:

Name: Communications Infrastructure Investments, LLC
Address: 2010 8th Street
Boulder, Colorado 80302
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100%

- 2) The following entities and individuals currently hold and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater, direct or indirect, interest in **Communications Infrastructure Investments, LLC ("CII-Parent")**:

Name: Oak Investment Partners XII, Limited Partnership
("Oak Investment XII")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 27.2% (directly in CII-Parent)

Name: Oak Associates XII, LLC ("Oak
Associates")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 27.2% (indirectly as general partner of Oak
Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano
Edward F. Glassmeyer
Ann H. Lamont
Fredric W. Harman

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investments
% Interest: 26.4% (directly in CII-Parent)

Name: M/C VP VI, L.P.
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 26.4% (indirectly as the general partner of MCVI VI)

Name: M/C Venture Partners, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 26.4% (indirectly as the general partner of M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade
David D. Croll
Matthew J. Rubins
John W. Watkins
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII-Parent.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P.
("Columbia Capital IV")
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investments
% Interest: 24.0% (directly in CII-Parent)

Name: Columbia Capital IV, LLC
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 27.2% (indirectly in CII-Parent as the general partner of (i) Columbia Capital Equity Partners IV, L.P. which is the general partner of both Columbia Capital IV and Columbia Capital Equity Partners IV (QPCO), L.P. (3.0% direct interest in CII-Parent) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.2% direct interest in CII-Parent))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.
R. Philip Herget, III
Harry F. Hopper III

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Company through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P. ("Battery Ventures VII")
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.7% (directly in CII-Parent)

Name: Battery Partners VII, LLC
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.8% (indirectly in CII-Parent as general partner of Battery Ventures VII and managing member of Battery Investment Partners VII, LLC (0.2% direct interest in CII-Parent))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)
Rick Frisbie
Ken Lawler
Morgan Jones
Scott Tobin
Dave Tabors
Mark Sherman
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through CII-Parent.

No entity that owners owns or controls 10% or more of CII through CII-Parent has an interlocking directorate with any foreign carrier.

- (i) (Answer to Question 14) Transferee certifies that it is not a foreign carrier or affiliated with a foreign carrier.
- (j) (Answer to Question 15) Transferee certifies that it does not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.

- (m) Not applicable.
- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) Telcom and Prism are authorized to provide competitive local exchange and/or interexchange services in District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia. Licensees provide telecommunications services in all jurisdictions where authorized.

Through MCVP VI, the Company is currently affiliated with (1) PRWireless, Inc., a fixed wireless provider, (2) Airband Communications, Inc., a fixed wireless provider, and (3) CSDRS, LLC, a video relay services provider.

Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider, (2) CCTV Wireless, a spectrum holding entity, (3) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers, (4) Triad AWS, LLC, a spectrum holding entity, and (5) Horizon Wi-Com, LLC, a spectrum holding entity.

To the Company's knowledge, the Company is not affiliated with any other telecommunications carriers.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for

streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of PPL Telcom, LLC and PPL Prism, LLC. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction no later than July 31, 2007.

Respectfully submitted,

Brett P Ferenchak

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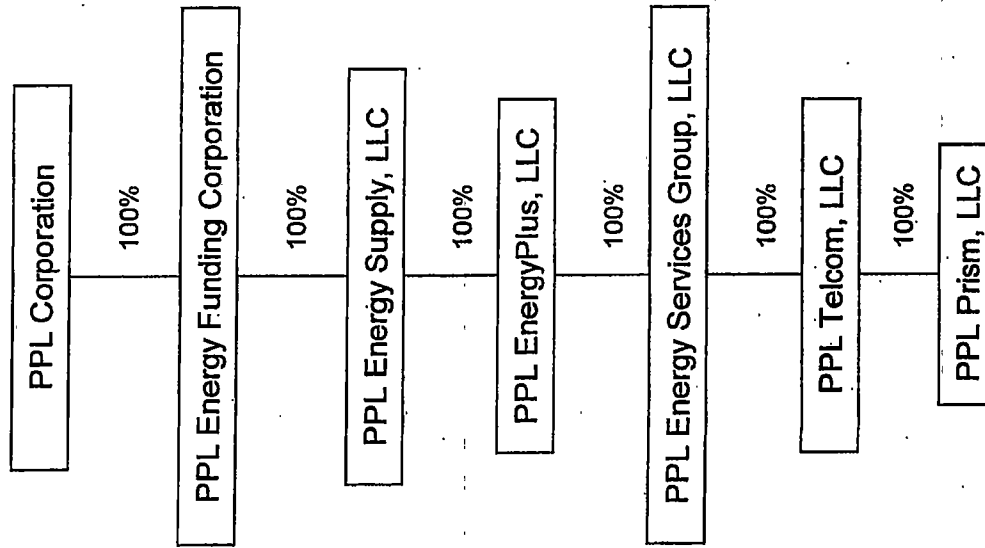
Counsel for the Company.

Dated: June 20, 2007

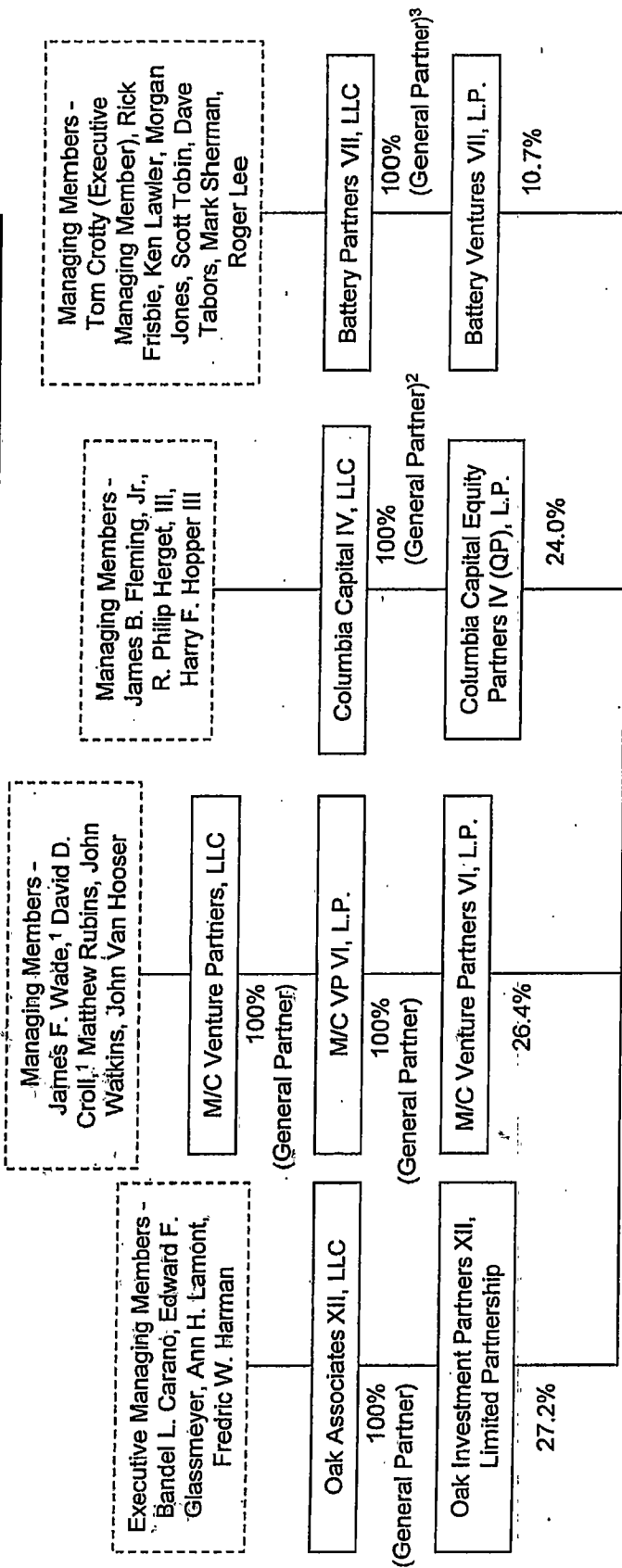
Exhibit A

Pre- and Post-Transaction Corporation Structure Chart

Pre-Transaction Corporate Structure of Licensees



Pre- and Post-Transaction Corporate Structure of Transferee

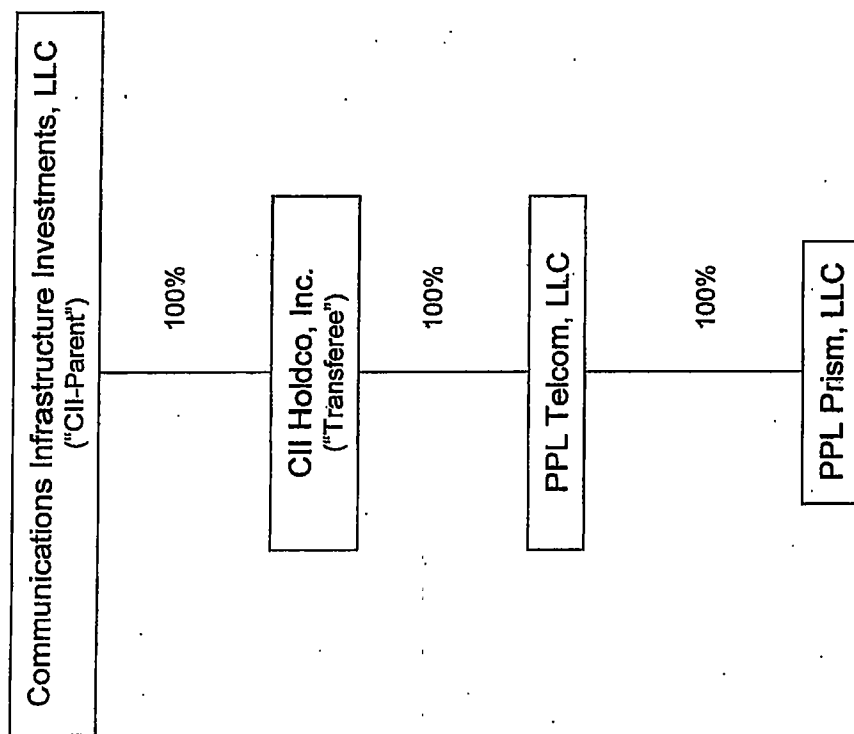


¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII-Parent.

² Columbia Capital VI, LLC is also the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. (which has a 3.0% direct interest in CII-Parent) and Columbia Capital Equity Partners IV (QPCO), L.P. and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in CII-Parent.

³ Battery Partners VII, LLC is also the managing member of Battery Investment Partners VII, LLC, which holds a 0.2% direct interest in CII-Parent.

Post Transaction Corporate Structure of Licensee



Verifications

COMMONWEALTH OF PENNSYLVANIA

§

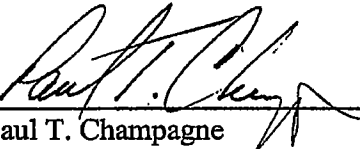
COUNTY OF LEHIGH

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VERIFICATION

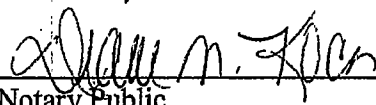
I, Paul T. Champagne, state that I am the President of PPL Energy Services Group, LLC;
that I am authorized to make this Verification on behalf of PPL Energy Services Group, LLC;
that the foregoing Application was prepared under my direction and supervision; and that the
statements regarding PPL Energy Services Group, LLC in the Application are true and correct to
the best of my knowledge, information, and belief.



Paul T. Champagne
President
PPL Energy Services Group, LLC

Sworn and subscribed before me this 14 day of June, 2007.





Notary Public

My commission expires

9/29/07

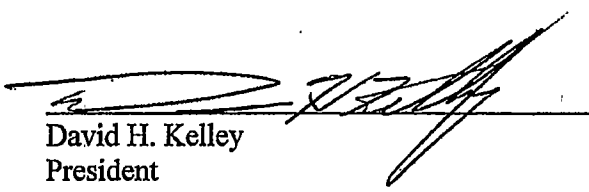
COMMONWEALTH OF PENNSYLVANIA

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COUNTY OF LEHIGH

VERIFICATION

I, David H. Kelley, state that I am the President of PPL Telcom, LLC and PPL Prism, LLC; that I am authorized to make this Verification on behalf of PPL Telcom, LLC and PPL Prism, LLC; that the foregoing Application was prepared under my direction and supervision; and that the statements regarding PPL Telcom, LLC and PPL Prism, LLC in the Application are true and correct to the best of my knowledge, information, and belief.


David H. Kelley
President
PPL Telcom, LLC
PPL Prism, LLC

Sworn and subscribed before me this 14 day of June, 2007.




Notary Public

My commission expires


9/29/07

STATE OF COLORADO
COUNTY OF BOULDER

§
§
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VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of CII Holdco, Inc.; that I am authorized to make this Verification on behalf of CII Holdco, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
General Counsel
CII Holdco, Inc.

Sworn and subscribed before me this 4th day of June, 2007.



Notary Public

My commission expires 8/31/09